

Winona ORC Industries
Board of Directors Annual Meeting
Minutes of December 7, 2015 5:00PM

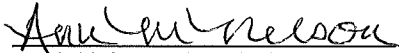
Directors Present: Maggie Modjeski, Jim Pomeroy, Bob Peterson, Bill Reinarts, Ron Wenzel, Chad Anderson, Steve Volkman, John Milek, Kevin O'Reilly, Ann Nelson, Deb McLellan

Directors Absent: Matt Semling

Employees Present: Heidi Smith, Linda Digby
Guests: Blaine Krogh

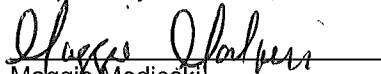
1. **Review of Agenda:** Motion to approve agenda with the change of the next meeting date and the addition of staff bonuses and director bonuses made and seconded (Reinarts-Nelson) to approve the agenda as amended
2. **Review of Minutes:**
Motion made and seconded to accept minutes from 10.26.15 (Wenzel- Reinarts) motion carried.
3. **Annual Meeting:**
 - **Nominating Committee:** Current board members Ann Nelson and Bob Peterson were nominated for another term. Motion to accept this nomination made and seconded (Reinarts-O'Reilly) motion carried.
 - **Term expiration:** Board members with expired terms include Jim Pomeroy and Ron Wenzel both were thanked for their service. It was suggested that Ron Wenzel stays on as the Community Advisor, to help define that role for the organization. A motion was made and seconded for Ron Wenzel to assume this role (Reinarts- Peterson) motion carried. The board still needs a replacement for Jim Pomeroy
 - **Election of officers:** The following slate was presented to the board Chairman- Steve Volkman, Vice Chairman- Bob Peterson, Treasurer- Chad Anderson, and Secretary- Maggie Modjeski. Motion and seconded to accept the slate of officers (O'Reilly, Reinarts) motion carried.
 - **Committee assignments:** Current committee assignments were reviewed and some changes were made, per the by-laws all board members must actively participate in one or more standing committees. The board was asked to review and make any other changes by the end of the year.
 - **Review of by-laws:** The executive committee has reviewed the by-laws, it was suggested to remove the mission and vision as they are not required and change more frequently than the by-laws themselves. Motion made and seconded to approve the by-laws with the omission of mission and vision (McLellan- Reinarts).
 - **Compliance officer:** A motion was made and seconded to reaffirm Linda Digby as the Winona ORC compliance officer (Anderson-O'Reilly) motion carried. Linda Digby reviewed board governance training, letter of commitment and the conflict of interest policy with board members and requested all appropriate forms be filled out and returned to her. She reminded all of the board self-assessment due back to her by 12/15.
4. **Finance Committee Report:** Jim Pomeroy reported a review of financials-
 - Based on the October financials current year to date profits of \$53,000 vs. \$33,000 projected, the organization has been fiscally prudent and has done well. Sales have been lower but so have expenses. Motion was made and seconded to approve the financials as presented (Anderson, Reinarts) motion carried.
 - 2016 Budget: The 2016 was presented, it was noted the budget is conservative keeping a close eye on expenditures. There will be a 1.5 increase in wages, directors (aside from Heidi) bonuses were discussed and were covered in the budget. A motion was made and seconded to accept the 2016 budget with a \$2,863 net profit as presented (Reinarts-Milek) motion carried.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Ann M. Nelson", written over a horizontal line.

Ann M. Nelson, M.S., LSW, PHR - Board Member
Maggie Modjeski – Secretary

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Maggie Modjeski", written over a horizontal line.

Maggie Modjeski
Secretary